FIRST HORIZON NATIONAL CORP
Form 424B5
April 30, 2008

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FILING INFORMATION

CALCULATION OF THE REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Common Stock, par value $0.625 per share	$690,000,000	$27,117

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-150448

PROSPECTUS SUPPLEMENT
(To Prospectus dated April 25, 2008)

60,000,000 Shares

Common Stock

We are offering 60,000,000 shares of our common stock to be sold in this offering. We will receive all of the net proceeds from the sale of the shares of common stock.

Our common stock is listed on the New York Stock Exchange under the symbol FHN . The last reported sale price of our common stock on April 25, 2008 was $10.75 per share.

The common stock is not a savings account, deposit or other obligation of any of our bank or non-bank subsidiaries and is not insured by the FDIC or any other governmental agency.

Investing in our common stock involves a high degree of risk. Before buying any shares, you should read the discussion of risks of investing in our common stock in Risk factors beginning on page S-4 of this prospectus supplement.

None of the Securities and Exchange Commission, any state securities commission or the Commissioner of the Department of Commerce & Insurance of the State of Tennessee has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per share	**Total**
Public offering price	$ 10.000	$ 600,000,000
Underwriting discounts and commissions	$ 0.425	$ 25,500,000
Proceeds, before expenses, to us	$ 9.575	$ 574,500,000

The underwriters may also purchase up to an additional 9,000,000 shares of common stock from us at the public offering price, less underwriting discounts and commissions payable by us, within 30 days from the date of this prospectus supplement. If the underwriters exercise the option in full, the total underwriting discounts and commissions will be $29,325,000, and the total proceeds, before expenses, to us will be $660,675,000.

The underwriters are offering the shares of our common stock as set forth under Underwriting. Delivery of the shares of common stock will be made on or about May 2, 2008.

Joint Book-Running Managers

Goldman, Sachs & Co. **UBS Investment Bank**

Senior Co-Manager

FTN Midwest Securities

The date of this prospectus supplement is April 28, 2008.

Unless otherwise indicated, you may rely on the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. Neither we nor any underwriter has authorized anyone to provide information different from that contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. When you make a decision about whether to invest in the common stock, you should not rely upon any information other than the information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. Neither the delivery of this prospectus supplement nor sale of the common stock means that information contained in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference is correct after their respective dates. This prospectus supplement and the accompanying prospectus are not an offer to sell or solicitation of an offer to buy shares of the common stock in any circumstances under which the offer or solicitation is unlawful.

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About this prospectus supplement

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the prospectus, which contains more general information. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described under the heading Where You Can Find More Information in the accompanying prospectus.

When acquiring any common stock discussed in this prospectus supplement, you should rely only on the information provided in this prospectus supplement and the accompanying prospectus, including the information incorporated by reference. Neither First Horizon nor any underwriters or agents have authorized anyone to provide you with different information. We are not offering the common stock in any state where the offer is prohibited. You should not assume that the information in this prospectus supplement or any document incorporated by reference is accurate or complete at any date other than the date listed on the cover page of these documents.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to First Horizon , we , us , our , or similar references mean First Horizon National Corporation and includes its subsidiar and affiliates.

Forward-looking statements

This prospectus supplement, the accompany prospectus and the documents incorporated herein by reference contain certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our beliefs, plans, goals, expectations, and estimates. Forward-looking statements are statements that are not a representation of historical information but rather are related to future operations, strategies, financial results or other developments. The words believe, expect, anticipate, intend, estimate, should, is likely, will, going fo expressions that indicate future events and trends identify forward-looking statements.

Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, operational, economic and competitive uncertainties and contingencies, many of which are beyond First Horizon s control, and many of which are subject to change. Examples of uncertainties and contingencies include, among other important factors: general and local economic and business conditions; recessions and other economic downturns; expectations of and actual timing and amount of interest rate movements, including the slope of the yield curve, which can have a significant impact on a financial services institution; market and monetary fluctuations, including fluctuations in mortgage markets and housing prices; inflation or deflation; customer and investor responses to these conditions; the financial condition of borrowers and other counterparties; market volatility; competition within and outside the financial services industry; geopolitical developments including possible terrorist activity; natural disasters; effectiveness of our hedging practices; technology; demand for our product offerings; new products and services in the industries in which we operate; and critical accounting estimates. Other factors are those inherent in originating, selling, and servicing loans including prepayment risks, pricing concessions, fluctuation in U.S. housing prices, fluctuation of collateral values, and changes in customer profiles. Additionally, the actions of the SEC, the Financial Accounting Standards Board, the Office of the Comptroller of the Currency (OCC), the Board of Governors of the Federal Reserve System (Federal Reserve), Financial Industry Regulatory Authority, and other regulators; regulatory, administrative, and judicial proceedings and changes in laws and regulations applicable to us; and our success in executing our business plans and strategies and managing the risks involved in the foregoing, could cause actual results to differ, perhaps materially, from those contemplated by the forward-looking statements.

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We assume no obligation to update any forward-looking statements that are made in this prospectus supplement, the accompanying prospectus or incorporated by reference herein. Actual results could differ, possibly materially, because of one or more factors described under Risk factors in this prospectus supplement and under Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007, and discussed in the documents incorporated by reference. You should carefully consider the factors described under Risk factors in this prospectus supplement and under Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007, among others, in evaluating forward-looking statements and assessing First Horizon and its prospects.

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SUMMARY

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in the common stock. You should read this entire prospectus supplement and the accompanying prospectus, including the Risk factors section, and in the documents incorporated by reference, which are described under Where You Can Find More Information.

First Horizon

First Horizon National Corporation, a Tennessee corporation, incorporated in 1968, is registered as a bank holding company under the Bank Holding Company Act of 1956, as amended (the BHCA), is a financial holding company, and is supervised and regulated by the Federal Reserve. Through its principal, directly-owned subsidiary, First Tennessee Bank National Association (the Bank), and its other banking-related subsidiaries, First Horizon provides diversified financial services through four business segments. The segments reflect the common activities and operations of aggregated business segments across the various delivery channels: Regional Banking, Capital Markets, National Specialty Lending and Mortgage Banking. In addition, the Corporate segment provides essential support within First Horizon. During 2007, approximately 48% of revenues were provided by fee income and approximately 52% of revenues were provided by net interest income.

First Horizon s subsidiaries have over 500 business locations in over 40 U.S. states and Hong Kong, excluding off-premises ATMs. Most of those locations are bank financial centers, mortgage offices, national construction offices, and FTN Financial offices.

Based on its consolidated assets as of December 31, 2007, First Horizon was the largest bank holding company headquartered in Tennessee and ranked 25th nationally. As of December 31, 2007 and March 31, 2008, First Horizon, together with its subsidiaries, had total assets of approximately $37.0 billion and $37.3 billion, respectively, total liabilities of approximately $34.6 billion and $34.9 billion, respectively, and total shareholders equity of approximately $2.1 billion and $2.1 billion, respectively. First Horizon s common stock is listed on the New York Stock Exchange under the symbol FHN .

The Bank, a national banking association with principal offices in Memphis, Tennessee, received its charter in 1864. As a national banking association, the Bank is subject to regulation and examination by the OCC, its primary regulator. In addition, the deposits of the Bank are insured up to allowable limits by, and the Bank is subject to regulation by, the Federal Deposit Insurance Corporation (FDIC). FTN Financial Capital Markets, a division of the Bank, is ranked as one of the leading underwriters of U.S. agency debt.

At December 31, 2007 and March 31, 2008, the Bank had $36.7 billion and $37.1 billion, respectively, in total assets, $17.2 billion and $16.3 billion, respectively, in total deposits and $21.8 billion and $21.4 billion, respectively, in total net loans. Among Tennessee-headquartered banks, the Bank ranked first in Tennessee deposit market share at June 30, 2007. As of and for the quarter ended March 31, 2008, and as of and for the fiscal year ended December 31, 2007, the Bank accounted for approximately 99% of First Horizon s consolidated total assets and all of its revenue, respectively.

The principal business offices of First Horizon are located at 165 Madison Avenue, Memphis, Tennessee 38103 and its telephone number is 901-523-4444. First Horizon s internet address is www.fhnc.com. Information contained on or accessible from our web site is not incorporated into this prospectus supplement or the accompanying prospectus and does not constitute a part of this prospectus supplement or the accompanying prospectus.

Risk factors

An investment in the common stock involves certain risks. You should carefully consider the risks described under Risk factors beginning on page S-4 of this prospectus supplement, the Risk factors included in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007, as well as other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus before making an investment decision.

Recent developments

We released our first quarter earnings on April 17, 2008. For a more detailed discussion of our financial performance and result of operations for the first quarter, please refer to our Current Report on Form 8-K filed April 28, 2008.

In light of the decline in First Horizon s earnings in recent periods and the difficult market conditions that First Horizon faces, the board of directors has determined to cease paying cash dividends commencing with the next quarterly dividend period. Instead, the board intends to pay a stock dividend with a value equal to the previous $0.20 per share cash dividend rate. Please see Price range of common stock and dividends for more information on our new dividend policy.

An element of our long-term business strategy is to consider acquisitions and divestitures that would enhance long-term shareholder value. In 2007 and continuing into 2008, First Horizon has been examining its mortgage business and is presently in the process of evaluating strategic alternatives for this business. As a part of this evaluation, First Horizon is actively negotiating for a sale of certain parts of its mortgage business, but there can be no certainty that such a transaction will occur or of the final terms of such sale.

Periodically, First Horizon adapts its segments to reflect the manner in which its chief operating decision makers analyze First Horizon s businesses. Effective January 1, 2008, First Horizon changed its segments to reflect the segregation of its national specialty lending businesses and to provide clarity into its core banking business.

For a more detailed discussion of these recent developments, please refer to our Current Report on Form 8-K, filed April 28, 2008. See Where You Can Find More Information in the accompanying prospectus for information on how you can obtain this Form 8-K.

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SUMMARY OF THE OFFERING

Common stock we are offering	60,000,000 shares
Option to purchase additional shares	9,000,000 shares
Common stock outstanding after this offering	186,766,965 shares(1)(2)
Use of proceeds after expenses	We expect to receive net proceeds from this offering of approximately $573,400,000 million (or approximately $659,475,000 million if the underwriters exercise their option to purchase additional shares in full). We intend to use the net proceeds from this offering for general corporate purposes.
New York Stock Exchange, or the NYSE, Listing	FHN
Dividend Policy	Following the cash dividend to be paid on July 1, 2008, the board of directors of First Horizon has determined that it intends to pay future dividends in additional shares of common stock for the foreseeable future. The current anticipated quarterly dividend rate is shares of common stock with a value equal to $0.20 per share.

(1) The number of shares of our common stock outstanding immediately after the closing of this offering is based on 126,766,965 shares of our common stock outstanding as of April 24, 2008.

(2) Unless otherwise indicated, the number of shares of our common stock presented in this prospectus supplement excludes shares issuable pursuant to the exercise of the underwriters option to purchase additional shares and approximately 17.9 million shares of our common stock issuable upon the exercise of stock options outstanding and shares as to which receipt has been deferred as of April 24, 2008 under our equity compensation plans.

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RISK FACTORS

An investment in the common stock involves certain risks. You should carefully consider the risks described below and the Risk factors included in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007, as well as the other information included or incorporated by reference into the accompanying prospectus before making an investment decision.

Risks Relating to First Horizon

Under the caption Risk Factors in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007, we have described a number of important factors that could materially impact our business, future results of operations and future cash flow. They include competition risks, disposition risks, credit risks, insurance risks, risks from economic downturns and changes, hedge risks, reputation risks, operational risks, financing, funding, and liquidity risks, interest rate and yield curve risks, securities inventories and market risks, venture capital risks, regulatory and legal risks, holding company dividends risks, accounting estimate risks, risks of expense control, geographic risks, non-US operations risks and risks associated with recent downturns and disruptions in the housing, credit and other markets. Investors should review and carefully consider these factors, as well as the factors described below, before deciding to invest in our common stock.

In particular, the third paragraph of the discussion concerning ***Interest Rate and Yield Curve Risks*** in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007 is amended and restated as follows:

Our mortgage lending business is affected by changes in interest rates in another manner. During the period of loan origination (when loans are in the pipeline) and prior to the loan s sale in the secondary market (when loans are in the warehouse), we are exposed to the risk of interest rate changes for those pipeline loans which we have agreed to lock in the customer s mortgage rate and for all warehouse loans, whether fixed-rate or adjustable-rate. We manage that rate-change risk through hedging activities and other methods; however, it is not possible to eliminate all such risks, and a rate change is just one of the risks that could impact the demand for, and thus the value of, our pipeline and warehouse loans. Additional information concerning those risks and our management of them appears under the caption Pipeline and Warehouse beginning on page 46 of the Management s Discussion and Analysis of Results of Operations and Financial Condition section of our 2007 Annual Report to Shareholders, which is incorporated by reference into our Annual Report on Form 10-K for 2007.

Weakness in the economy and in the real estate markets in which we operate has adversely affected us and may continue to adversely affect us.

In recent periods our operating results have been adversely affected by weakness in the economy and in real estate markets. In particular, we have experienced significant deterioration in our portfolios of national construction and home equity loans and regional commercial loans. If the strength of the U.S. economy in general and the strength of the local economies in which we conduct operations continues to decline, this could result in, among other things, a further deterioration in credit quality or a reduced demand for credit, including a resultant adverse effect on our loan portfolio and allowance for loan losses. A portion of our residential mortgage and commercial real estate loan portfolios are comprised of loans to borrowers in certain geographic markets that have been more adversely affected by declines in real estate values and home sale volumes, job losses and declines in new home building, such as certain markets in California, Florida, Northern Virginia/D.C. and Nevada. These factors contributed to our increasing provisions for loan losses in the fourth quarter of 2007 and first quarter of 2008 and the potential for future loan losses and loss provisions for the remainder of 2008, which may result in loan loss provisions in excess of charge-offs, higher delinquencies and/or greater charge-offs in future periods, which may adversely affect our financial condition and results of operations. In addition, further deterioration of the U.S. economy may adversely impact our traditional banking business.

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The allowance for loan losses may prove inadequate or be negatively affected by credit risk exposures.

Our banking business depends on the creditworthiness of our borrowing customers. We regularly review the allowance for loan losses for adequacy considering economic conditions and trends, collateral values and credit quality indicators, including past charge-off experience and levels of past due loans and nonperforming assets as well as changes in housing price appreciation and depreciation. Determining the appropriateness of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. If the credit quality of our customer base materially weakens, if the risk profile of a market, industry or group of customers changes materially, or if the allowance for loan losses is not adequate, our financial condition or results of operations could be adversely affected.

Potential regulatory and legislative actions that may adversely affect our mortgage business.

Legislative and regulatory initiatives by federal, state or local legislative bodies or administrative agencies, if enacted or adopted, could delay foreclosure, provide new defenses to foreclosure or otherwise impair our ability to foreclose on a defaulted mortgage loan, adversely affect our rights if a borrower declares bankruptcy, or otherwise adversely affect our rights with respect to borrowers who are in default or who qualify for such initiatives. The outcome of these initiatives is uncertain.

Risks Relating to the Common Stock

New dividend policy; dividends to be paid in common stock.

The board of directors of First Horizon has determined that, after the dividend payable on July 1, 2008, it will no longer pay cash dividends but instead intends to pay dividends in shares of common stock for the foreseeable future. The current anticipated quarterly dividend rate is shares of common stock with a value equal to $.20 per share. See Price range of common stock and dividends for more information on our new dividend policy. This policy will result in additional dilution to shareholders. Shares of common stock received as dividends by non-affiliate shareholders will be freely transferable, and sales of shares of common stock received by shareholders may depress the price of our common stock.

We may need to raise additional capital, which could have a dilutive effect on existing shareholders of our common stock.

We and our banking subsidiary must maintain certain capital ratios in order to remain a well-capitalized institution for regulatory purposes and to maintain capital levels commensurate with the risk in our business. If we or our banking subsidiary are unable to meet these capital ratios, we or our banking subsidiary could be forced to raise additional capital through the issuance of additional shares of common stock, preferred stock or other securities. The terms and pricing of these securities could be dilutive to existing shareholders and cause the price of our outstanding common stock to decline.

Our board of directors may issue preferred stock without any action on the part of our existing shareholders and set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights, and preferences over our common stock with respect to dividends or upon our liquidation, dissolution, or winding up and other terms. If we issue preferred stock in the future that has a preference over our common stock with respect to the payment of dividends or upon our liquidation, dissolution, or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of holders of our common stock and/or the market price of our common stock could be adversely affected.

The issuance of the common stock in this offering will increase our capital levels significantly above the general requirements for a well-capitalized institution established by the federal bank regulatory agencies. We believe that, in view of the risks set forth or referenced in this prospectus supplement, a margin above such requirements is prudent and expected by the regulators. The following ratios are based on our March 31, 2008 financial statements to include the proceeds of the common stock from this offering. They reflect proceeds of $600 million of the offering and do not reflect offering expenses.

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Capital Ratio	Regulatory Requirements for Well-Capitalized	First Horizon
Tier 1 Risk-Based Capital	6%	10.1%
Total Risk-Based Capital	10%	14.8%
Leverage	5%	8.2%

The price of our common stock may fluctuate significantly, and this may make it difficult for you to resell shares of common stock owned by you at times or at prices you find attractive.

The price of our common stock on the NYSE is constantly changing and we expect that it will continue to fluctuate. Our stock price may fluctuate as a result of a variety of factors, many of which are beyond our control. In addition to the risks described above and in the incorporated documents, these factors include:

- quarterly variations in our operating results or the quality of our assets;
- operating results that vary from the expectations of management, securities analysts and investors;
- our dividend policy;
- the credit, mortgage and housing markets;
- the operating and securities price performance of other companies that investors believe are comparable to us;
- the market for similar securities;
- future sales of our equity or equity-related securities; and
- changes in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity or real estate valuations or volatility.

Volatility in the market price of our common stock may make it more difficult for you to sell the common stock you receive in this offering.

We are a holding company and depend on our subsidiaries for dividends, distributions and other payments.

We are a separate and distinct legal entity from our banking and non-banking subsidiaries and depend on dividends, distributions and other payments from our banking and non-banking subsidiaries to fund any cash dividend payments on our common stock and to fund payments on our other obligations. Many of our subsidiaries are subject to laws that restrict, or authorize regulatory bodies to restrict or reduce, the flow of funds from those subsidiaries to us. Restrictions of that kind could impede access to funds we need to make dividend payments on any future preferred stock, any future cash payments on our common stock or payments on our other obligations. For example, because the Bank experienced a loss for 2007, regulatory constraints will prevent the Bank from declaring and paying dividends to us in 2008 unless and until the Bank s earnings are greater than $74.0 million plus preferred dividends. Furthermore, our right to participate in a distribution of assets upon a subsidiary s liquidation or reorganization is subject to the prior claims of the subsidiary s creditors.

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REGULATORY CONSIDERATIONS

As a bank holding company under the BHCA, the Federal Reserve regulates, supervises and examines First Horizon. For a discussion of the material elements of the regulatory framework applicable to bank holding companies and their subsidiaries and specific information relevant to First Horizon, please refer to the section Business Supervision and Regulation in First Horizon s Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to any subsequent reports we file with the SEC, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. This regulatory framework is intended primarily for the protection of depositors and the federal deposit insurance funds and not for the protection of security holders.

Depository institutions, like the Bank, are also affected by various federal laws, including those relating to consumer protection and similar matters. In addition, certain activities of First Horizon and its subsidiaries are subject to various insurance laws and are regulated by the state insurance departments of the states in which they operate. First Horizon also has other financial services subsidiaries regulated, supervised and examined by the SEC, as well as other relevant state and federal regulatory agencies and self-regulatory organizations. First Horizon s non-bank subsidiaries may be subject to other laws and regulations of the federal government or the various states in which they are authorized to do business.

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DESCRIPTION OF COMMON STOCK

The following information outlines some of the provisions in First Horizon s charter, bylaws and the Tennessee Business Corporation Act (the TNBC Act). This information is qualified in all respects by reference to the provisions of First Horizon s charter and bylaws, which are incorporated by reference into the accompanying prospectus supplement by reference to First Horizon s Annual Report in Form 10-K for the year ended December 31, 2007 (see Where You Can Find More Information in the accompanying prospectus). In this part of this prospectus supplement all reference to First Horizon , we , us or similar references mean only First Horizon National Corporation, the parent bank holding company, and do not include its subsidiaries or affiliates.

Authorized Common Stock

First Horizon s authorized common stock consists of 400,000,000 shares of common stock, par value $0.625 per share. As of April 24, 2008, 126,766,965 shares of common stock were issued and outstanding and approximately 20.8 million shares were reserved for issuance under various employee plans. First Horizon s common stock is listed on the New York Stock Exchange under the symbol FHN .

General

Subject to the prior rights of any First Horizon preferred shareholder then outstanding, common shareholders are entitled to receive such dividends as First Horizon s board of directors may declare out of funds legally available for these payments. In the event of liquidation, dissolution or winding up of First Horizon, common shareholders are entitled to receive First Horizon s net assets remaining after paying all liabilities and after paying all preferred shareholders the full preferential amounts to which those holders are entitled. As of the date of this prospectus supplement, 5,000,000 shares of our preferred stock are authorized, none of which was issued or outstanding.

Subject to the prior rights of any preferred shareholders, common shareholders have all voting rights, with each share being entitled to one vote on all matters requiring shareholder action. There is no cumulative voting in the election of directors and a plurality of the votes cast is required to elect the nominees as directors, which means that the holders of a majority of the outstanding common stock can elect all of the directors then standing for election. Common shareholders have no preemptive, subscription or conversion rights. All of the outstanding shares of common stock are, and any common stock issued and sold pursuant to this prospectus supplement will be, fully paid and nonassessable.

Wells Fargo is the transfer agent and dividend disbursement agent for the common stock.

Other Provisions

First Horizon s charter and bylaws contain various provisions which may discourage or delay attempts to gain control of First Horizon. First Horizon s charter provisions include:

- dividing the board of directors into three classes with only one class up for reelection at annual meetings of shareholders; however, shareholders at First Horizon s 2008 annual meeting of shareholders approved an amendment to the charter that provides for the phased-in elimination of the classification of the board beginning in 2009;

empowering the board of directors to increase the size of the board and fill any newly created directorships resulting from such an increase;

providing that only the board may fill board vacancies, including those caused by an increase in the size of the board, except for vacancies on the board resulting from a director s removal (which shareholders may choose to fill);

providing that shareholders may remove a director only for cause and only by a majority vote of all outstanding voting stock; and requiring the affirmative vote by holders of at least 80% of the voting power of all outstanding voting stock to alter any of the above provisions.

First Horizon s bylaws provisions include:

authorizing only the board of directors or First Horizon s Chairman of the Board to call a special meeting of shareholders;

requiring timely notice before a shareholder may nominate a director or propose other business to be considered at shareholders meetings; and

requiring the affirmative vote by holders of at least 80% of the voting power of all outstanding voting stock to alter any of the above provisions.

In addition, in certain instances, the ability of First Horizon s board to issue authorized but unissued shares of common stock or preferred stock may have an anti-takeover effect.

Regulatory Restrictions

The Change in Bank Control Act prohibits a person or group of persons from acquiring control of a bank holding company unless:

the Federal Reserve has been given 60 days prior written notice of the proposed acquisition, and

within that time period, the Federal Reserve has not issued a notice disapproving the proposed acquisition or extending the period during which such a disapproval may be issued

or unless the acquisition otherwise requires Federal Reserve approval. An acquisition may be made before expiration of the disapproval period if the Federal Reserve issues written notice that it intends not to disapprove the action. The acquisition of 10% or more of a class of voting stock of a bank holding company with publicly held securities, such as First Horizon, is presumed to constitute the acquisition of control.

Any company would be required to obtain Federal Reserve approval before acquiring control over First Horizon. Control generally means:

the ownership or control of 25% or more of a class of voting securities,

the ability to elect a majority of the directors, or

the ability otherwise to exercise a controlling influence over management and policies.

In addition, if the acquiror is a bank holding company, this approval is required before acquiring 5% of the outstanding common stock.

The Tennessee Business Combination Act contains business combination statutes that protect domestic corporations from hostile takeovers, and from actions following such a takeover, by prohibiting some transactions once an acquiror has gained a significant holding in the corporation.

Existence of the above provisions could result in First Horizon being less attractive to a potential acquirer, or result in First Horizon shareholders receiving less for their shares of common stock than otherwise might be available if there is a takeover attempt.

Rights Plan

Under First Horizon s Shareholder Protection Rights Agreement, between First Horizon and the Bank, as rights agent, each outstanding share of common stock has a right attached to it. This right remains attached unless a separation time occurs. At separation time, common shareholders will receive separate certificates for these rights. Each right entitles its owner to purchase at separation time one one-hundredth of a share of a participating preferred stock for $150, subject to adjustment in certain circumstances. Such participating

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preferred stock would have economic and voting terms similar to those of one share of common stock. Separation time would generally occur at the earlier of the following two dates:

- the tenth business day after any person or group commences a tender or exchange offer that, if completed, would entitle that person to 10% or more of the outstanding common stock; or

- the tenth business day after First Horizon publicly announces that a person has acquired beneficial ownership of 10% or more of the outstanding common stock.

These rights will not trade separately from the shares of common stock until the separation time occurs. The rights will expire at the earliest of:

- the date on which First Horizon s board of directors elects to exchange all (but not less than all) the rights for common stock shares,

- the close of business on December 31, 2009, or

- the date on which the rights are redeemed.

Once First Horizon publicly announces that a person has acquired 10% of outstanding common stock, First Horizon can allow for rights holders to buy our common stock for half of its market value. For example, First Horizon would sell to each rights holder common stock shares worth $300 for $150 in cash. At the same time, any rights held by the 10% owner or any of its affiliates, associates or transferees will be void. In addition, if First Horizon is acquired in a merger or other business combination after a person has become a 10% owner, the rights held by shareholders would become exercisable to purchase the acquiring company s common stock for half of its market value.

The rights may be redeemed by First Horizon at a price of $0.001 per right by payments to holders before their exercise date. In the alternative, First Horizon s board of directors may elect to exchange all of the then outstanding rights for shares of common stock at an exchange ratio of one common stock share for one right. Upon election of this exchange, a right will no longer be exercisable and will only represent a right to receive one share of common stock.

The rights will not prevent a takeover of First Horizon. The rights, however, may cause substantial dilution to a person or group that acquires 10% or more of common stock unless First Horizon s board first redeems the rights. Nevertheless, the rights should not interfere with a transaction that is in First Horizon s and its shareholders best interests because the rights can be terminated by the board before that transaction is completed.

The rights have no voting rights and are not entitled to dividends.

The complete terms of the rights are contained in the Shareholder Protection Rights Agreement. This agreement is incorporated by reference as an exhibit to the registration statement of which this prospectus is a part, and the description above is qualified entirely by that document.

PRICE RANGE OF COMMON STOCK AND DIVIDENDS

Our common stock trades on the NYSE under the symbol FHN . As of April 24, 2008, there were 126,766,965 shares of our common stock issued and outstanding and there were approximately 7,350 shareholders of record. The following table provides the high and low closing sales price per share during the periods indicated, as reported by the NYSE, and dividends paid per share of our common stock during such periods. On April 17, 2008, we announced that our board of directors has declared a cash dividend on our common stock equal to $0.20 per share, payable on July 1, 2008 to holders of record as of June 13, 2008.

	Low sale price	High sale price	Period-end sale price	Common stock dividends/shr
2008:				
Second Quarter (through April 25, 2008)	$ 10.75	$ 14.95	$ 10.75	$ 0.20
First Quarter	14.01	22.11	14.01	0.45
2007:				
Fourth Quarter	18.00	28.22	18.15	0.45
Third Quarter	26.66	39.19	26.66	0.45
Second Quarter	38.43	41.20	39.00	0.45
First Quarter	39.93	45.13	41.53	0.45
2006:				
Fourth Quarter	38.23	41.90	41.78	0.45
Third Quarter	38.01	42.76	38.01	0.45
Second Quarter	38.64	42.42	40.20	0.45
First Quarter	37.20	41.68	41.65	0.45

In light of the decline in First Horizon s earnings in recent periods and the difficult market conditions that First Horizon faces, our board of directors has determined to cease paying cash dividends following the cash dividend payable on July 1, 2008. Instead, the board intends to pay a dividend in shares of common stock with a value equal to the previous $0.20 per share cash dividend rate. The board currently intends to reinstate a cash dividend at an appropriate and prudent level once earnings and other conditions improve sufficiently, consistent with regulatory and other constraints. The board anticipates that this policy will remain in effect for the foreseeable future.

This policy will result in additional dilution to shareholders. Shares of common stock received as dividends by non-affiliate shareholders will be freely transferable, and sales of shares of common stock received by shareholders may depress the price of our common stock.

The last reported sales price per share of our common stock on April 25, 2008, as reported by the NYSE, was $10.75.

USE OF PROCEEDS

We expect to receive net proceeds from this offering of approximately $573,400,000 million (or approximately $659,475,000 million if the underwriters exercise their option to purchase additional shares in full), after expenses and underwriting discounts. We intend to use the net proceeds from this offering for general corporate purposes.

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U.S. FEDERAL INCOME AND ESTATE TAX CONSEQUENCES TO NON-U.S. HOLDERS